

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 973005, 973115, 973854 & 973866

Dear Sir,

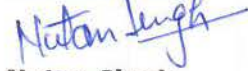
Sub.: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Regulation 27 of the SEBI Listing Regulations, please find enclosed the Report on Corporate Governance for the quarter ended June 30, 2022.

Request you to please take the above on record.

Thanking you,

Yours faithfully,



Nutan Singh
Group Head & Company Secretary

Enc. a/a.

Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: GIC Housing Finance Limited
2. Quarter ending : June 30, 2022

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|----------------------------|------------------|---|-----------------------------|------------------------|-------------------|---------|---------------|---|---|--|---|
| Title (Mr./Ms.) | Name of the Director | DIN ^s | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&} | Initial date of Appointment | Date of Re-appointment | Date of cessation | Tenure* | Date of Birth | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | DEVESH SRIVASTAVA | 08646006 | Chairperson (Non-Executive) | 01-01-2020 | NA | NA | NA | 11-09-1963 | 2 | 0 | 2 | 1 |
| Mr. | ANJAN DEY | 09107033 | Non-Executive Director | 12-04-2021 | NA | NA | NA | 20-11-1963 | 1 | 0 | 0 | 0 |
| Mrs. | SUCHITA GUPTA | 08697650 | Non-Executive Director | 11-08-2021 | NA | NA | NA | 30-08-1963 | 1 | 0 | 1 | 0 |
| Mr. | SATYAJIT TRIPATHY | 08681994 | Non-Executive Director | 07-10-2021 | NA | NA | NA | 02-02-1964 | 1 | 0 | 2 | 0 |
| Mr. | HITESH JOSHI | 09322218 | Non-Executive Director | 07-10-2021 | NA | NA | NA | 19-09-1968 | 1 | 0 | 1 | 0 |
| Mr. | NSR CHANDRA PRASAD | 01386757 | Independent Director | 26-10-2017 | 18-12-2020 | NA | 56 | 07-02-1954 | 1 | 1 | 2 | 0 |
| Mr. | AJIT KUMAR SAXENA | 05308801 | Independent Director | 01-11-2019 | NA | NA | 32 | 01-07-1956 | 1 | 1 | 3 | 2 |
| Mrs. | VIJAYALAKSHMI RAJARAM IYER | 05242960 | Independent Director | 01-11-2019 | NA | NA | 32 | 01-06-1955 | 6 | 6 | 10 | 4 |
| Mrs. | RANI SINGH NAIR | 09103000 | Independent Director | 12-03-2021 | NA | NA | 16 | 15-10-1956 | 1 | 1 | 1 | 1 |
| Mr. | VAIJINATH M. GAVARSHETTY | 08502484 | Independent Director | 06-01-2022 | NA | NA | 6 | 18-06-1958 | 2 | 2 | 1 | 0 |
| Mr. | KISHORE GARIMELLA | 07745995 | Independent Director | 06-01-2022 | NA | NA | 6 | 27-06-1960 | 1 | 1 | 0 | 0 |
| Mr. | SATHIA JEEVA KRISHNAN | 02179550 | Independent Director | 06-01-2022 | NA | NA | 6 | 04-11-1965 | 1 | 1 | 1 | 0 |
| Mrs. | G. SHOBHA REDDY | 09133433 | MD & CEO | 12-04-2021 | NA | NA | NA | 06-02-1963 | 1 | 0 | 0 | 0 |



Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **No**

[§]PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided.

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note:

1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations.
2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered.
3. Number of memberships in Audit/Stakeholder Relationship Committee includes Chairpersonship, wherever applicable.

II. Composition of Committees

| Name of Committee | Whether Regular Chairperson appointed | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&} | Date of Appointment | Date of Cessation |
|--|---------------------------------------|----------------------------|---|---------------------|-------------------|
| 1. Audit Committee | Yes | AJIT KUMAR SAXENA | Chairperson - Non-Executive – Independent | 06-01-2022 | - |
| | | NSR CHANDRA PRASAD | Non-Executive - Independent | 22-01-2021 | - |
| | | HITESH JOSHI | Non-Executive – Non Independent | 06-01-2022 | - |
| | | SATHIA JEEVA KRISHNAN | Non-Executive - Independent | 06-01-2022 | - |
| 2. Nomination & Remuneration Committee | Yes | AJIT KUMAR SAXENA | Chairperson - Non-Executive – Independent | 18-12-2020 | - |
| | | NSR CHANDRA PRASAD | Non-Executive - Independent | 18-12-2020 | - |
| | | RANI SINGH NAIR | Non-Executive - Independent | 24-12-2021 | - |
| 3. Risk Management Committee | Yes | NSR CHANDRA PRASAD | Chairperson - Non-Executive – Independent | 22-10-2018 | - |
| | | VIJAYALAKSHMI RAJARAM IYER | Non-Executive - Independent | 31-12-2019 | - |
| | | VAIJINATH M. GAVARSHETTY | Non-Executive - Independent | 06-01-2022 | - |
| | | G. SHOBHA REDDY | Executive | 12-04-2021 | - |
| 4. Stakeholders Relationship Committee | Yes | RANI SINGH NAIR | Chairperson - Non-Executive Independent | 24-12-2021 | - |
| | | AJIT KUMAR SAXENA | Non-Executive - Independent | 18-12-2020 | - |
| | | NSR CHANDRA PRASAD | Non-Executive - Independent | 18-12-2020 | - |
| 5. Corporate Social Responsibility Committee | Yes | NSR CHANDRA PRASAD | Chairperson - Non-Executive - Independent | 22-08-2018 | - |
| | | RANI SINGH NAIR | Non-Executive Independent | 04-08-2021 | - |
| | | G. SHOBHA REDDY | Executive | 12-04-2021 | - |

[&]Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.



III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* Yes/No | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|--|------------------------------|--|--|
| 31.01.2022 | - 12.04.2022 18.05.2022 | Yes Yes Yes | 14 12 10 | 7 7 6 | - 70 35 |

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

| | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) Yes/No | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days** |
|-------------------------------------|---|---|------------------------------|--|---|--|
| Audit Committee | 18.05.2022 | Yes | 4 | 3 | 31.01.2022 | 106 |
| Nomination & Remuneration Committee | 11.05.2022 | Yes | 3 | 3 | 06.01.2022 27.01.2022 | NA |
| Risk Management Committee | 10.05.2022 | Yes | 4 | 3 | 28.01.2022 | NA |
| Stakeholders Relationship Committee | 11.05.2022 | Yes | 3 | 3 | NA | NA |

*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.

**to be filled in only for the current quarter meetings



V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA)# |
|--|-----------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT ¹ | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here.

¹ *In terms of Regulation 23(4) of the SEBI Listing Regulations, all material RPTs shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. In this connection, it is submitted that the Company is a wholly owned subsidiary of Tata Capital Limited. Accordingly, Tata Capital Limited is a related party of the Company and hence the requirement of only unrelated shareholders voting to approve material RPTs cannot be met. Hence, owing to the impossibility of complying with this voting requirement, the shareholders' approval cannot be sought for the material RPTs.*

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 : Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination & Remuneration Committee : Yes
 - c. Stakeholders Relationship Committee : Yes
 - d. Risk management committee (applicable to the top 1000 listed entities): Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : Yes
 - a) This report has been placed before Board of Directors: The Corporate Governance Report for the quarter ended June 30, 2022, will be placed before the Board of Directors at the ensuing Board Meeting.
 - b) The report submitted in the previous quarter has been placed before Board of Directors: Yes
 - c) Any comments/observations/advice of the board of directors may be mentioned here: None

Nutan Singh



Nutan Singh
Company Secretary
Membership no.: A27436
Place: Mumbai